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RECORDATION

DEC 30 21

1-05 PM

OF COUNSEL
URBAN A. LESTER

December 30, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Memorandum of Railroad Equipment Lease Agreement, dated as of November 6, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: DJJ Leasing Ltd.
300 Pike Street
Cincinnati, Ohio 45202

Lessee: Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) railcars bearing CRLE reporting marks and road numbers 20715 through 20764, inclusive

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Counterparts - K. Bartman

Mr. Vernon A. Williams
December 30, 1997
Page 2

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

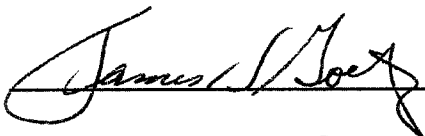

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

DEC 30 '97

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This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 6th day of November, 1997, is intended to evidence the lease dated as of November 6, 1997 (the "Lease"), between **DJJ LEASING LTD.**, an Ohio limited liability company ("Lessor"), and **NORFOLK SOUTHERN CORPORATION**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the fifty (50) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

DJJ LEASING LTD.By: Name: James H. GoetzTitle: Vice PresidentDate: November 6, 1997**NORFOLK SOUTHERN CORPORATION**By: Name: William T. RousisTitle: Manager, Purchasing-CarDate: 11/7/97

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 6th day of November, 1997, by James H. Goetz, the Vice President of DJJ Leasing Ltd., an Ohio limited liability company on behalf of the company.

Linda M. Baughman
Notary Public

My Commission expires:  LINDA M. BAUGHMAN
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF VIRGINIA)
)
COUNTY OF ROANOKE) SS:

The foregoing instrument was acknowledged before me this 7th day of November, 1997, by William T. Rousis, the Manager, Purchasing-Car of Norfolk Southern Corporation, a Delaware corporation, on behalf of the corporation.

Jane S. Shoemaker
Notary Public

My Commission expires:

My Commission Expires July 31, 2000

EXHIBIT A

To the Memorandum of Lease dated November 6, 1997, between DJJ Leasing Ltd. and Norfolk Southern Corporation.

DESCRIPTION OF UNITS

Fifty (50) railcars bearing the reporting marks of CRLE with numbers ~~to be determined at the time the railcars are built.~~

CRLE 20715 - CRLE 20764
INCLUSIVE